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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0504
Expires:	July 31, 2004
Estimated average burden	hours per response 2.00

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FORM 19b-4(e)

JAN 30 2006

Information Required of a Self-Regulatory Organization Listing and Trading a New  
Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**The Nasdaq Stock Market, Inc.**
2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Corporation**
3. Class of New Derivative Securities Product:  
**Index Linked Note**
4. Name of Underlying Instrument:  
**NASDAQ - 100 Index, (Morgan Stanley Performance Leveraged Upside Securities Due February 20, 2007)**
5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
**Broad-based**
6. Ticker Symbol(s) of New Derivative Securities Product:  
**NXPL**
7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**NASDAQ and other markets authorized to trade NASDAQ listed securities**
8. Settlement Methodology of New Derivative Securities Product:  
**Regular way trades settle on T + 3**
9. Position Limits of New Derivative Securities Product (if applicable):  
**N/A**

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Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:  
**Michael S. Emen**

Title:  
**Senior Vice President, Listing Qualifications**

Telephone Number:  
**301 978-8020**

Manual Signature of Official Responsible for Form:

Date:  
**January 30, 2006**

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)

SEC 2449 (6-04)

Availability: **JANUARY 30, 2006**